

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: William	MI:	Last Name: Yandell	Suffix:
107) Title: Manager			
Signature: William Yandell			108) Date: 01/27/2006
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPVZ815	CW - PCS Broadband						Y

## Attachment(s):

Type	Description	Date Entered
P	<u>Supplementary Filing</u>	05/09/2006
P	<u>Petitioner's Erratum</u>	03/24/2006
P	<u>Reply to Joint Opposition to Petition to Deny</u>	03/13/2006
P	<u>Joint Opposition to Petition to Deny Applications</u>	03/01/2006
P	<u>Petition to Deny</u>	02/15/2006
O	<u>Exh 1: Desc. of Transaction &amp; Public Interest Statement</u>	01/26/2006

## EXHIBIT 1: DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

### I. Introduction

This is one of two applications arising out of a transaction among and between Denali PCS, LLC ("Denali"), the members of Denali, Alaska DigiTel, LLC ("AKD"), the members of AKD and General Communication, Inc. ("GCI").

In the first application, Commission consent is sought to the voluntary assignment<sup>1</sup> of the following license (the "Denali License") from Denali to AKD:

Call Sign	Radio Service	MTA/CMA	Market	Channel	Frequency (MHz)
WPVZ815	PCS Broadband	MTA 49	Alaska	A	1857.500 – 1865.000  1937.500 – 1945.000

In the second application, Commission consent is sought to the voluntary transfer<sup>2</sup> of the following licenses (together with the Denali License, the "Licenses") from AKD to General Communication, Inc. ("GCI")<sup>3</sup>:

Call Sign	Radio Service	MTA/CMA	Market	Channel	Frequency (MHz)
KNLF297	PCS Broadband	MTA 49	Alaska	A	1850.000 – 1857.500  1930.000 – 1937.500

<sup>1</sup> As is set forth in greater detail below, the WPVZ815 license will be assigned to AKD through a series of steps which are occurring contemporaneously. First, GCI will acquire all the member interests in Denali from the existing members. Second, GCI will contribute those member interests to AKD in exchange for interests in AKD, at which point Denali will become a subsidiary of AKD. Third, the license will be assigned to AKD, either by the merger of Denali into AKD with AKD surviving or by the assignment of the license asset. The result will be that the Denali License is held by AKD as reconstituted to include GCI as a member.

<sup>2</sup> As is discussed in greater detail below, control of AKD is not changing. However, new investor GCI will hold greater than 50% of the equity of AKD following the transaction. Because control is not changing, the transaction could qualify as *pro forma*. See 47 C.F.R. §1.948(a)(1). Nevertheless, the parties have chosen, out of an abundance of caution, to seek the prior approval of the Commission.

<sup>3</sup> AKD also has pending applications for two common carrier fixed point to point microwave licenses. See File Nos. 0002422714 and 0002422715 which are subject to this transaction.

Call Sign	Radio Service	MTA/CMA	Market	Channel	Frequency (MHz)
WPON879	Cellular	CMA 316	Alaska 2 – Bethel	A	869.880 – 879.375 paired with 824.880 – 834.375  and  879.525 – 880.000 paired with 834.525 – 835.000
WQAP303	Common Carrier Fixed Point to Point Microwave	N/A	N/A	N/A	11055.000
WQAP304	Common Carrier Fixed Point to Point Microwave	N/A	N/A	N/A	10895.000
WQAP305	Common Carrier Fixed Point to Point Microwave	N/A	N/A	N/A	11545.000, 11385.000

The result will be that all of the licenses will be held by AKD, as reformulated to include GCI as an equity investor.

## II. Description of Transaction

The proposed transaction will be effected through a series of steps that will be consummated at a single closing. First, GCI will acquire all of the membership interests in Denali. Then, AKD will be reorganized such that AKD will have one class of membership interests represented by a total of 3,600 common units (“AKD Units”).<sup>4</sup> AKD then will issue 2,000 AKD Units to the members of AKD in exchange for their membership interests in AKD, and issue 1,600 AKD Units to GCI in exchange for a capital contribution from GCI to AKD which will include GCI’s membership interests in Denali and cash.<sup>5</sup> GCI then will purchase from AKD a number of AKD Units specified by AKD, with the proceeds from such purchase to be used by AKD to redeem an equal number of AKD Units from the other AKD members. It is anticipated that AKD will sell a number of AKD Units to GCI and redeem a corresponding number of AKD Units from the other AKD members which would result in GCI owning approximately 78% of the AKD Units.<sup>6</sup> Denali then either will be merged into AKD with AKD surviving or will

<sup>4</sup> AKD also will grant profits interest units to an entity managed by certain members of AKD senior management, which will represent a 6% interest in the future profits of AKD.

<sup>5</sup> The precise amount of AKD Units issued to the parties is subject to certain adjustments based on the net asset value of AKD as of the closing date. Any such adjustments will not have a material impact on the ownership or control of AKD.

<sup>6</sup> If AKD requests that GCI purchase more than an additional 1,350 AKD Units, then GCI has the option to acquire all of the issued and outstanding ownership interests in AKD. This application does not request

assign the Denali license to AKD, with the result that all the Licenses, including the Denali License will be, in one entity – AKD.<sup>7</sup> Finally, the interests in AKD held by GCI will be dropped down by GCI to a second tier wholly owned subsidiary of GCI named GCI Holdings, Inc.<sup>8</sup>

As a result of the proposed transaction GCI will have a majority (approximately 78%) indirect ownership interest in all of the Licenses. However, the control of AKD will not change. Upon consummation, the reorganized AKD will be governed by a board of managers to consist of between four and eight members. GCI will have the power to appoint only one of the members of AKD's board of managers, leaving the power to appoint a majority of the board of managers with the original owners of AKD.<sup>9</sup>

### III. Ownership and Qualification

A proposed FCC Form 602 Ownership Report for AKD, as reconstituted through the proposed transaction, is being filed concurrently herewith.

### IV. Public Interest Statement

Approval of the proposed assignment and transfer will be in the public interest. In applying the public interest test under Section 310(d) of the Communications Act of 1934, as amended (the "Act"), the Commission considers: (i) whether the proposed transaction would result in any violation of the Act; (ii) whether the proposed transaction would result in any violation of the Commission's rules; (iii) whether the proposed transaction would impair the Commission's ability to implement or enforce the Act or would interfere with the objectives of the Act; and (iv) whether the proposed transaction is likely to yield public interest benefits.

The instant transaction satisfies the first three considerations because it would not result in any violation or frustration of the Act or of the Commission's rules or otherwise impair the Commission's ability to implement or enforce the Act or interfere with the objectives of the Act. The PCS broadband license corresponding to the two PCS broadband Licenses involved in the instant transaction (call signs KNL297 and WPVZ815) originally was issued on June 23, 1995. The cellular License (corresponding to call sign

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Commission approval of the exercise by GCI of such option. Any such approval would be sought by the parties in a separate application.

<sup>7</sup> The Denali License and AKD's PCS broadband license originally were granted to AKD as one 30 MHz license. On September 17, 2002, AKD assigned to Denali the disaggregated spectrum (15 MHz) corresponding to the current Denali License. The proposed transaction will result in the entire 30 MHz being held once again by a single licensee. AKD plans to take appropriate steps after the consummation to have the Commission reaggregate the license into a single 30 MHz block.

<sup>8</sup> This step of the transaction may take place after the initial closing. Since GCI Holdings, Inc. is a wholly owned second tier subsidiary of GCI, the timing of this dropdown has no regulatory significance.

<sup>9</sup> The revised AKD LLC agreement will contain various non-controlling investor protection rights that will prevent the licensee from taking certain major actions without the consent of GCI.

WPON879) was issued on April 25, 2000. All of the stations involved in this transaction have been constructed, and are in operation. None of the licenses involved in this transaction are subject to any restrictions on transfer.<sup>10</sup> The new investor, GCI, previously has been found by the Commission to be legally, financially, technically and otherwise qualified to hold FCC licenses.<sup>11</sup> The other Licenses (call signs WQAP303, WQAP304 and WQAP305) are common carrier fixed point to point microwave licenses and therefore are not subject to any reporting requirements.

The final condition of the Commission's public interest test is met because the proposed transaction yields significant public interest benefits. The reorganization of AKD and the acquisition by GCI of a majority interest in AKD will result in an infusion of capital into AKD. The resulting increase in AKD's resources will allow it to improve its services to the public and to compete more effectively against other large competitors in the market. And, since control of AKD is not changing, there will be continuity in the management of AKD and in the service provided to customers.

Finally, as is set forth in detail below, the proposed transaction will have no adverse effect on competition in the relevant market. As a consequence, approval of the proposed assignment and transfer of control will serve the public interest.

## **V. Spectrum Aggregation and Competition Analysis**

The proposed transaction will have no adverse effect on competition. Subsequent to the transaction, AKD will own and control only 30 MHz of the 120 MHz of spectrum allocated to the broadband PCS service in the state of Alaska. As indicated on Attachment A, eight other licensees hold licenses in the pertinent BTAs,<sup>12</sup> including affiliates of Sprint PCS, Cingular Wireless, Leap Communications and Dobson Communications. Proposed AKD investor GCI controls the B Block PCS license in MTA 49 (Alaska) (held by its third tier subsidiary GCI Communication Corp.), with 10 MHz of the spectrum having been leased to Dobson Cellular Systems pursuant to an FCC-approved Long Term *De Facto* Transfer lease arrangement. See FCC File No. 0001825292. As a consequence, at most 20 MHz of the GCI license should be considered in the competitive analysis as being attributable to the combined AKD/GCI venture. The total - - 50 MHz counting both the AKD and unleased GCI spectrum, is below the prior spectrum cap, and well below the combined spectrum holdings of other carriers in other markets in FCC approved transactions. See, e.g., Applications of AT&T Wireless Services Inc. and Cingular Wireless Corporation, 20 FCC Rcd 8660 (2005). Moreover, as is set forth above, although GCI will gain a majority ownership interest in

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<sup>10</sup> None of the licenses are designated entity licenses, none have FCC debt associated with them, and none have been granted by auction within the last three years.

<sup>11</sup> GCI is the ultimate parent of GCI Communication Corp., the licensee of PCS Broadband station KNLF298.

<sup>12</sup> Licenses are held by SprintCom, Dobson Cellular Systems, Lewis & Clark Communications (a Cingular related entity), DCC PCS, Inc. (an affiliate of Dobson), AN Subsidiary LLC (a Cingular related entity), Cricket Licensee (Reaution) Inc. (an affiliate of Leap Wireless), ACS Wireless License Sub, Inc., and GCI Communication Corp.

AKD, it will not control AKD. Rather, as discussed above, GCI will have the power to appoint only one of between four and eight members to the board of managers, which will determine the day-to-day operations of AKD.

With respect to the available cellular spectrum, as shown on Attachment B below, AKD holds only one of the 33 cellular licenses in Alaska. Moreover, that license covers only a very small geographic area, namely St. Paul Island. *See* Figures 1 and 2 (attached) from AKD's application for a new license, File No. 0000095428. Figures 1 and 2 show that the coverage area for AKD's cellular license is in a remote location and not in a core service area in Alaska. This cellular spectrum should not be aggregated with the other spectrum for the purpose of assessing the competitive impact of the transaction.

## **VI. Conclusion**

For the foregoing reasons, grant of this application will comply fully with all Commission rules, will be consistent with the Commission's actions in other proceedings and will serve the public interest, convenience and necessity.



**Attachment A: PCS Broadband Licensees in Alaska**

**Licensees in Alaska in MTA 49 (Alaska) - PCS Broadband**

Licensee Name	Calls Sign	Block	Frequency	Amount of Spectrum
Alaska DigiTel, LLC	KNLF297	A-1	1850-1857.5 1930-1937.5	15 MHz
GCI Commun. Corp.	KNLF298	B	1857.5-1865 1937.5-1945	15 MHz
Denali	WPVZ815	A-2	1850-1865 1930-1945	30 MHz

**Licensees in Alaska by BTA - PCS Broadband**

Licensee Name	Call Sign	Market	Block	Frequency	Amount of Spectrum
ACS Wireless License Sub, Inc.	KNLF936	BTA14	E	1885-1890 1965-1970	10 MHz
Lewis & Clark Communications, LLC	KNLG254	BTA14	F	1890-1895 1970-1975	10 MHz
SPRINTCOM, Inc.	KNLH465	BTA14	D	1865-1870 1945-1950	10 MHz
Cricket Licensee (Reauction), Inc.	WPOK573	BTA14	C	1895-1910 1975-1990	30 MHz
ACS Wireless License Sub, Inc.	KNLG363	BTA 136	F	1890-1895 1970-1975	10 MHz
ACS Wireless License Sub, Inc.	KNLG973	BTA 136	E	1885-1890 1965-1970	10 MHz
SPRINTCOM, Inc.	KNLH518	BTA136	D	1865-1870 1945-1950	10 MHz
Dobson Cellular Systems, Inc.	WPTK620	BTA 136	C-1	1895-1900 1975-1980	10 MHz
AN Subsidiary, LLC	WPUI380	BTA 136	C-2	1900-1905 1980-1985	10 MHz
DCC PCS, Inc.	WPYD497	BTA 136	C-3	1905-1910 1985-1990	10 MHz
ACS Wireless License Sub, Inc.	KNLG364	BTA 221	F	1890-1895 1970-1975	10 MHz
SPRINTCOM, Inc.	KNLH545	BTA 221	D	1865-1870 1945-1950	10 MHz
Dobson Cellular Systems	WPTK626	BTA 221	C-1	1905-1910 1985-1990	10 MHz
AN Subsidiary, LLC	WPUI381	BTA 221	C-2	1895-1900 1975-1980	10 MHz
DCC PCS, Inc.	WPYD498	BTA 221	C-3	1900-1905 1980-1985	10 MHz
ACS Wireless License Sub, Inc.	KNLG981	BTA 221	E	1885-1890 1965-1970	10 MHz

**Attachment B: Cellular Licensees in Alaska**

<b>Licensee Name</b>	<b>Call Sign</b>	<b>CMA</b>	<b>Block (Phase)</b>
ACS Wireless License Sub, Inc.	KNKA480	187	B(2)
Dobson Cellular Systems, Inc.	KNKA536	187	A(2)
ACS Wireless License Sub., Inc.	KNKN204	315	B(2)
Dobson Cellular Systems, Inc.	KNKN407	315	A(2)
Arctic Slope Telephone Assoc. Cooperative	KNKQ408	315	A(2)
OTZ Telephone Cooperative, Inc.	KNKR318	315	A(2)
SNC Telecommunications, LLC	WPOI466	315	A
Unicom, Inc.	WPOJ688	315	B
Unicom, Inc.	WPOJ693	315	B
Unicom, Inc.	WPOJ694	315	B
Unicom, Inc.	WPOJ853	315	B
Unicom, Inc.	WPOJ865	315	B
Unicom, Inc.	WPOJ867	315	B
Bristol Bay Cellular Partnership	KNKQ331	316	B(2)
Matanuska-Kenai, Inc.	KNKQ340	316	B(2)
ACS Wireless Licensee Sub, Inc.	KNKQ398	316	B(2)
Copper Valley Wireless, Inc.	KNKQ401	316	B(2)
Dobson Cellular Systems, Inc.	KNKQ402	316	A(2)
ACS Wireless License Sub, Inc.	KNKR274	316	B(2)
Unicom, Inc.	KNKR275	316	B(2)
Unicom, Inc.	WPOJ849	316	B

Licensee Name	Call Sign	CMA	Block (Phase)
Unicom, Inc.	WPOJ850	316	B
Unicom, Inc.	WPOJ851	316	B
Unicom, Inc.	WPOL233	316	A(2)
Kodiak Wireless, Inc.	WPOL234	316	A(2)
Cordova Wireless	WPOL372	316	A(2)
Alaska DigiTel, LLC	WPON879	316	A
Matanuska Tel. Assoc., Inc.	WPRZ809	316	B
Alaska Wireless Communications, LLC	WPWF379	316	A
Cordova Wireless Communications, Inc.	WPYE240	316	A
Jasper Systems, Inc.	WQDL859	316	A
ACS Wireless License Sub, Inc.	KNKN261	317	B(2)
Dobson Cellular Systems, Inc.	KNKQ316	317	A(2)

**FCC 602  
Main Form**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 - 0799  
See instructions for  
Public burden estimate  
Submitted  
01/27/2006 at 1:28 PM  
File Number:  
**0002462877**

**Filing Type**

1a) <input type="checkbox"/> Current Filing	<input checked="" type="checkbox"/> Proposed Filing
1b) Is the purpose of this filing to report cellular cross-ownership holdings required pursuant to section 1.919 of the Commission's Rules? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes', provide an exhibit with this filing that identifies the Rural Service Area market(s) involved, as well as the cellular licensee of which the filer has acquired direct or indirect ownership interest of 10% or greater.	

**Filer Information**

2) First Name (if individual):	MI:	Last Name:	Suffix:
3) Filer Name (if entity): Alaska DigiTel, LLC			4) FCC Registration Number (FRN): 1766179

**5) Contact Information**

Name and Address:  Lukas, Nace, Gutierrez & Sachs, Chartered  1650 Tysons Boulevard, Suite 1500 McLean, VA 22102 Attn: Thomas Gutierrez	Telephone Number: 703-584-8678 Fax Number: 703-584-8696 E-mail Address: tgutierrez@fclaw.com
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**Related FCC Regulated Businesses of Filer**

6a) Name of all FCC-Regulated Businesses owned by Filer (use additional sheets, if necessary):	6b) Principal Business:	6c) FCC Registration Number (FRN):	6d) Percent of Interest Held:
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**Signature**

**7) Typed or Printed Name of Party Authorized to Sign**

First Name: William	MI:	Last Name: Yandell	Suffix:
Title: Manager			
Signature: William Yandell			Date: 1/27/2006

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1) AND/ OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 – 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): AKD Holdings, LLC		3) FCC Registration Number(FRN): 0014595169	
4) Disclosable Interest Holder's Address: 5350 Poplar Avenue Suite 875 Memphis, TN 38119			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Limited Liability Company	7) Percent of Interest Held in Filer: 16.00	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, Delaware	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if neccessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 – 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GCI Holdings, Inc.		3) FCC Registration Number(FRN): 0014565501	
4) Disclosable Interest Holder's Address: 2550 Denali Street Suite 1000 Anchorage, AK 99503			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Direct Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 78.00
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, Alaska	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GCI Cable, Inc.	Cable and Broadband	0001567833	100.00
GCI Communication Corp.	Wireline and Wireless	0001568880	100.00
GCI Fiber Communication Co., Inc.	Fiber Transport	0014565535	100.00

**FCC 602  
Schedule A**

**FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services**

Approved by OMB  
3060 – 0799  
See instructions for  
Public burden estimate

**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): GCI, Inc.		3) FCC Registration Number(FRN): 0014565469	
4) Disclosable Interest Holder's Address: 2550 Denali Street Suite 1000 Anchorage, AK 99503			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation		7) Percent of Interest Held in Filer: 78.00
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, Alaska	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GCI Cable, Inc.	Cable and Broadband	0001567833	100.00
GCI Communication Corp.	Wireline and Wireless	0001568880	100.00
GCI Fiber Communication Co., Inc.	Fiber Transport	0014565535	100.00



**Schedule for Disclosable Interest Holders**

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): General Communication, Inc.		3) FCC Registration Number(FRN): 0001570951	
4) Disclosable Interest Holder's Address: 2550 Denali Street Suite 1000 Anchorage, AK 99503			
5) Type of Interest in Filer ( ) (refer to Instructions for a list of codes): Indirect Ownership Interest in Filer	6) Disclosable Interest Holder is a (n): ( ) (refer to instructions for list of codes): Corporation	7) Percent of Interest Held in Filer: 78.00	
8) Disclosable Interest Holder's Type of Ownership ( ) (refer to instructions for a list of codes): Membership Shares		9) Disclosable Interest Holder's Country of Citizenship or Jurisdiction of Formation:  United States, Alaska	

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

10a) Name and address of all FCC-Regulated Businesses owned by the Disclosable Interest Holder listed in Item 1 or 2 (use additional sheets, if necessary)	10b) Principle Business	10c) FCC Registration Number (FRN)	10d) Percent of Interest Held
GCI Cable, Inc.	Cable and Broadband	0001567833	100.00
GCI Communication Corp.	Wireline and Wireless	0001568880	100.00
GCI Fiber Communication Co., Inc.	Fiber Transport	0014565535	100.00

Attachment(s):

Type	Description	Date Entered
I	<u>Indirect Ownership</u>	200601

### **Indirect Ownership**

The following entities have an indirect interest in the Filer:

- General Communication, Inc. owns an approximately 78%<sup>1</sup> indirect interest in the Filer. It directly owns 100% of GCI, Inc., which in turn, owns 100% of GCI Holdings, Inc., which in turn, owns approximately 78%<sup>1</sup> of the membership units of the Filer.
- GCI, Inc. owns an approximately 78%<sup>1</sup> indirect interest in the Filer. It directly owns 100% of GCI Holdings, Inc., which in turn, owns approximately 78%<sup>1</sup> of the membership units of the Filer.

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<sup>1</sup> The actual percentage is subject to minor change depending on the number of membership shares the existing members of AKD elect to sell to GCI at closing.